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RECORDATION NO. 16398-A FILED

MAY 30 '00 12-50 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

May 30, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Locomotive Operating Lease Agreement Termination, a secondary document, dated as of April 26, 2000. The primary document to which this is connected is recorded under Recordation No. 16398. We request that this document be recorded under Recordation No. 16398-A.

The names and addresses of the parties to the Locomotive Operating Lease Agreement Termination are:

Lessor:

General Motors Corporation (Electro-Motive Division)
9301 W. 55th Street
LaGrange, IL 60525

Lessee:

Union Pacific Railroad Company, successor by merger to Southern Pacific Transportation Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the Locomotive Operating Lease Agreement Termination consists of three GP-60 diesel electric locomotive numbered EMDX 5, 6, and 7.

BALL JANIK LLP

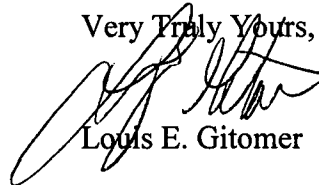
Honorable Vernon A. Williams
May 30, 2000
Page 2

A fee of \$26.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Locomotive Operating Lease Agreement Termination by General Motors Corporation (Electro-Motive Division), 9301 W. 55th Street, LaGrange, IL 60525, and Union Pacific Railroad Company, successor by merger to Southern Pacific Transportation Company, 1416 Dodge Street, Omaha, NE, covering three GP-60 diesel electric locomotive numbered EMDX 5, 6, and 7.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

LOCOMOTIVE OPERATING LEASE AGREEMENT TERMINATION

This Locomotive Operating Lease Agreement Termination dated as of April 26, 2000 (the "Termination") terminates the Locomotive Operating Lease Agreement, dated as of January 4, 1989 (the "Lease"), between General Motors Corporation (Electro-Motive Division) ("EMD"), a Delaware corporation, and Union Pacific Railroad Company ("UPC"), successor by merger to Southern Pacific Transportation Company, a Utah corporation.

WHEREAS, EMD and UPC executed a Locomotive Operating Lease Agreement, dated as of January 4, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on June 20, 1989 at 10:10 a.m., and was filed under Recordation No. 16398; and

WHEREAS, EMD and UPC desire to terminate and cancel the Lease and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, EMD and UPC agree as follows:

1. EMD and UPC hereby terminate and cancel the Lease.
2. EMD and UPC agree to record this Termination with the Surface Transportation Board so as to release the lien against the Locomotives constituted by the Lease.
3. This Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: [Signature]
Name: _____
Title: _____

Keith A. McCanless Treasurer Electro-Motive Division General Motors Corporation
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MAY 30 '00 : 2-50 PM

SURFACE TRANSPORTATION BOARD

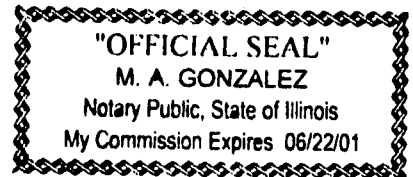
UNION PACIFIC RAILROAD COMPANY,
successor by merger to SOUTHERN
PACIFIC TRANSPORTATION COMPANY

By: [Signature]
Name: DAVE BEIGLEY
Title: MGR. LEASES

State of Illinois)
) ss.
County of Cook)

On this 26 day of April, 2000, before me personally appeared KEITH A. McCANLESS to me personally known, who, being by me duly sworn, says that (s)he is TREASURER of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).

M. A. Gonzalez
Notary Public
My commission expires:



State of Nebraska)
) ss.
County of Douglas)

On this 28 day of April, 2000, before me personally appeared Dave Beighley, to me personally known, who, being by me duly sworn, says that (s)he is mgr. - Leases of Union Pacific Railroad Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of Union Pacific Railroad Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Union Pacific Railroad Company.

Sharon L. Steward
Notary Public
My commission expires:

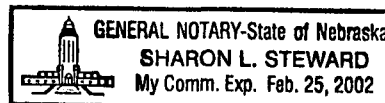


EXHIBIT A

Three GP60 locomotives numbered EMDX 5, 6, and 7.